

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT CORPORATION
and LAW DEBENTURE TRUST COMPANY OF NEW
YORK,

Plaintiffs,

V.

NORTHWESTERN CORPORATION,

Defendant.

C.A. No. 04-1494-JJF

STIPULATION AND [PROPOSED] ORDER OF DISMISSAL

Magten Asset Management Corporation, Law Debenture Trust Company of New York, and NorthWestern Corporation, comprising all of the parties to the above action, represent and stipulate by and through their undersigned counsel that the above matter has been settled and subject to the Court's approval is hereby DISMISSED with prejudice, with each party to bear its own costs.

Dated: July 30, 2008

BLANK ROME LLP

/s/ Dale R. Dubé
Dale R. Dubé (No. 2863)
David W. Carickhoff, Jr. (No. 3715)
1201 Market Street, Suite 800
Wilmington DE 19801
(302) 425-6400
dube@blankrome.com
carickhoff@blankrome.com

- and -

GREENBERG TRAURIG LLP

/s/ Victoria W. Counihan
Victoria W. Counihan (No. 3488)
Dennis A. Meloro (No. 4435)
The Nemours Building
1007 North Orange Street, Suite 1200
Wilmington, DE 19801
(302) 661-7000
counihanv@gtlaw.com
melorod@gtlaw.com

- and -

**FRIED FRANK HARRIS SHRIVER &
JACOBSON LLP**

Bonnie Steingart, Esq.
Gary L. Kaplan, Esq.
One New York Plaza
New York NY 10004

*Attorneys for Magten Asset Management
Corporation*

**CURTIS, MALLET-PREVOST, COLT &
MOSLE LLP**

Joseph D. Pizzurro, Esq.
Steven J. Reisman, Esq.
Nancy E. Delaney, Esq.
Jerrold L. Bregman, Esq.
101 Park Avenue
New York, NY 10178

Attorneys for NorthWestern Corporation

SMITH KATZENSTEIN & FURLOW LLP

/s/ Kathleen M. Miller
Kathleen M. Miller (No. 2898)
800 Delaware Avenue, 7th Floor
Wilmington, DE 19801
(302) 652-8400
kmiller@skfdelaware.com

- and -

NIXON & PEABODY LLP

John V. Snellings, Esq.
Amanda Darwin, Esq.
100 Summer Street
Boston, MA 02100

*Attorneys for Law Debenture Trust
Company of New York*

SO ORDERED this 1 day of August, 2008.


United States District Court Judge